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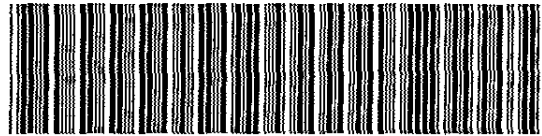
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SECRETARY OF STATE
TALLAHASSEE FL 32301

LAW OFFICES

BRANNEN, STILLWELL & PERRIN, P.A.

BANK OF INVERNESS BLDG.
320 HIGHWAY 41 SOUTH
INVERNESS, FLORIDA 34450

JOE S. BRANNEN*
CLARK A. STILLWELL
*DONALD F. PERRIN**
KEVIN K. DIXON

*OF COUNSEL
**BOARD CERTIFIED IN REAL ESTATE

(352) 726-6767
FAX # (352) 726-8283
EMAIL: BSPLaw@TampaBay.PA.com

Mailing Address:
POST OFFICE BOX 250
INVERNESS, FLORIDA 34451-0250

June 24, 2003

Secretary of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of
Too Far Water and Natural Resource
Foundation, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of Too Far Water and Natural Resource Foundation, Inc., together with our firm's check in the amount of \$78.75. Please file the original and return a certified copy to my office. Thank you in advance for your attention to this matter.

Very truly yours,

BRANNEN, STILLWELL & PERRIN, P.A.


Clark A. Stillwell

CAS/tr
Enclosures
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ARTICLES OF INCORPORATION

OF

**TOO FAR WATER AND NATURAL
RESOURCE FOUNDATION, INC.**
(A Corporation Not-for-Profit)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED forms a not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and hereby certifies as follows:

ARTICLE I

NAME

The name of the Corporation shall be:

TOO FAR WATER AND NATURAL
RESOURCE FOUNDATION, INC.,
a Florida not for profit corporation

ARTICLE II

OFFICE AND REGISTERED AGENT

The Corporation shall have and continuously maintain in Inverness, Florida, its principal place of business at 26 N. Florida Avenue, Inverness, Florida 34453 and have a registered agent upon whom process can be served. The address of the registered office is 26 N. Florida Avenue, Inverness, Florida 34453 and the name of the registered agent is Marco Wilson.

ARTICLE III

PURPOSES OF CORPORATION

3.1 **GOAL OF THE FOUNDATION.**

The goal of the Foundation is:

The goal of the Foundation is the preservation and management of Florida's water and associated fish and wildlife habitat. The Foundation's overall purpose is to help conserve for future generations those environmental resources so characteristic and vital for all forms of Florida life. The Foundation, therefore, intends to increase public awareness and involvement through scientifically supported research and education programs. The Foundation also commits to helping communities obtain their preservation and management goals.

- (1) Scholarships;
- (2) Grants and Awards;
- (3) Educational and Materials;
- (4) Public participation in environmental issues;
- (5) Like and similar activities consistent with the stated goal and purposes.

3.2 PURPOSES.

The purposes of the Corporation shall be:

1. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of such Code.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

3. No part of the activities of the Corporation shall include the carrying on of propaganda or be used to influence legislation as defined in Section 4945), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

4. To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, loan, sell, convey and otherwise dispose of all such property in furtherance of the objectives and purposes of this Corporation.

5. To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes.

6. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida.

7. To engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of Florida.

ARTICLE IV

POWERS

The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion, or attainment of the activities or purposes of the Corporation, and limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable, educational and scientific purposes other than as an insubstantial part of its activities.

ARTICLE V

INCOME

The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE VI

TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VII

DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization, or organizations under Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Court in the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine.

ARTICLE VIII

MEMBERSHIP

The Corporation shall have no Members.

ARTICLE IX

DIRECTORS

The authority for all affairs of the Corporation shall be in a Board of Directors, who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation and the Bylaws of the Corporation as from time to time in effect. The initial Board of Directors shall be not less than 3 in number, and their names and addresses are as follows:

Marco Wilson	1215 S. Otto Point Inverness, Florida 34450
--------------	--

Pat Brady	1480 S. Homestead Point Inverness, Florida 34450
-----------	---

Jim Adkins	1215 S. Fir Terrace Inverness, Florida 34450
------------	---

The initial Board of Directors shall serve until the corporate reorganization meeting at which time said Directors shall adopt By-Laws and new Directors will be elected at the organizational meeting which conform to the adopted By-Laws.

ARTICLE X

BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of this Corporation shall be vested in the Board of Directors of the Corporation.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

The power to make, alter, amend, or repeal these Articles of Incorporation shall be vested in the Board of Directors of the Corporation.

ARTICLE XII

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

We, the Incorporators, declare that we have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of our knowledge and belief, true, correct and complete.

Executed this 18 day of June, 2003.

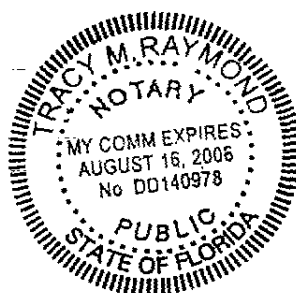
Signature and Name

Post Office/Address

- | | |
|---|--|
| 1. <u>[Signature]</u>
Marco Wilson, Incorporator | 1. 1215 S. Otto Point
Inverness, Florida 34450 |
| 2. <u>[Signature]</u>
Pat Brady, Incorporator | 2. 1480 S. Homestead Point
Inverness, Florida 34450 |
| 3. <u>[Signature]</u>
Jim Adkins, Incorporator | 3. 1215 S. Fir Terrace
Inverness, Florida 34450 |

STATE OF FLORIDA
COUNTY OF CITRUS

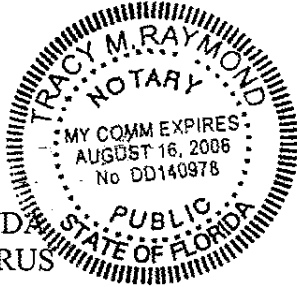
The foregoing instrument was acknowledged before me on this 17th day of June, 2003, by Marco Wilson, who is personally known by me/produced FW 425 541-55-282-0 as identification and who did/did not take an oath.



[Signature]
NOTARY PUBLIC
PRINT NAME: _____
MY COMMISSION EXPIRES: _____

STATE OF FLORIDA
COUNTY OF CITRUS

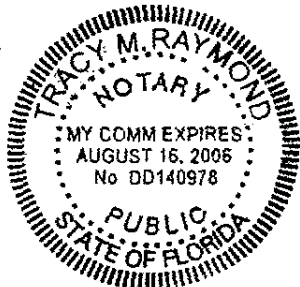
The foregoing instrument was acknowledged before me on this 17th day of June, 2003, by Pat Brady, who is personally known by me/produced 730-697-42-6030 as identification and who did/did not take an oath.



Tracy M. Raymond
NOTARY PUBLIC
PRINT NAME: _____
MY COMMISSION EXPIRES: _____

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me on this 17th day of June, 2003, by Jim Adkins, who is personally known by me/produced 703 254 48-34-3110 identification and who did/did not take an oath.

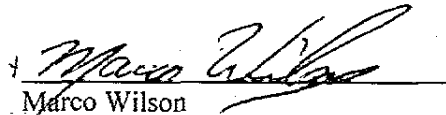


Tracy M. Raymond
NOTARY PUBLIC
PRINT NAME: _____
MY COMMISSION EXPIRES: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for TOO FAR WATER AND NATURAL RESOURCE FOUNDATION, INC. at the place designated in these Articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: June 18, 2003.


Marco Wilson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA